

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-72156; File No. SR-NYSEMKT-2014-41)

May 13, 2014

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Name Changes of Its Ultimate Parent, IntercontinentalExchange Group, Inc., and Its Indirect Parents, IntercontinentalExchange, Inc. and NYSE Euronext Holdings LLC

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on May 5, 2014, NYSE MKT LLC (the “Exchange” or “NYSE MKT”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

NYSE MKT, a Delaware limited liability company, registered national securities exchange and self-regulatory organization, is submitting this rule filing (the “Proposed Rule Change”) to the U.S. Securities and Exchange Commission (the “Commission”) in connection with the change in name of NYSE MKT’s ultimate parent entity, IntercontinentalExchange Group, Inc., a Delaware corporation (“ICE Group”), ICE Group’s direct subsidiary (and NYSE MKT’s indirect parent), IntercontinentalExchange, Inc., a Delaware corporation (“ICE Inc.”), and ICE Inc.’s direct subsidiary (and NYSE MKT’s indirect parent), NYSE Euronext Holdings LLC, a Delaware limited liability company (“NYX Holdings”). ICE Group intends to change its

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

name to Intercontinental Exchange, Inc. ICE Inc. will change its name to Intercontinental Exchange Holdings, Inc. and NYX Holdings will change its name to NYSE Holdings LLC.

NYSE Holdings owns 100% of the equity interest of NYSE Group, Inc., a Delaware corporation (“NYSE Group”), which in turn directly or indirectly owns (1) 100% of the equity interest of three registered national securities exchanges and self-regulatory organizations (together, the “NYSE Exchanges”) – the New York Stock Exchange LLC (the “Exchange”), NYSE Arca, Inc. (“NYSE Arca”) and NYSE MKT – and (2) 100% of the equity interest of NYSE Market (DE), Inc., NYSE Regulation, Inc., NYSE Arca L.L.C., NYSE Arca Equities, Inc. (“NYSE Arca Equities”) and NYSE Amex Options LLC. Each of the Exchange and NYSE Arca will be separately filing a proposed rule change in connection with the matters addressed herein that will be substantially the same as the Proposed Rule Change.

The Exchange, NYSE MKT proposes to amend its Rules, as well as organizational documents of ICE Group, ICE Inc., NYX Holdings, NYSE Group, the NYSE Exchanges, rules of the Exchange and NYSE Arca Equities, board independence policies of ICE Group and subsidiaries, and the Amended and Restated Trust Agreement by and among NYX Euronext, NYSE Group, and certain trustees, to reflect the name changes described above. The text of Exhibits 5A through 5O to the proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room [sic].

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places

specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

NYSE MKT is proposing, in connection with the corporate name change of its corporate parents, to amend the organizational documents of ICE Group, ICE Inc., NYX Holdings, the NYSE Exchanges, the rules of the Exchange, NYSE MKT and NYSE Arca Equities, the board independence policies of ICE Group and subsidiaries, and the Amended and Restated Trust Agreement by and among NYSE Euronext, NYSE Group, and certain trustees. Specifically,

- The Certificate of Amendment of ICE Group’s Certificate of Incorporation would remove the reference to “IntercontinentalExchange Group, Inc.”, and replace it with “Intercontinental Exchange, Inc.” (see Exhibit 5A).
- The Second Amended and Restated Bylaws of IntercontinentalExchange Group, Inc. would be amended to replace references to “IntercontinentalExchange Group, Inc.” with “Intercontinental Exchange, Inc.”; “IntercontinentalExchange, Inc.” will be replaced with “Intercontinental Exchange Holdings, Inc.”; “ICE Inc.” will be replaced with “ICE Holdings”; reference to “NYSE Euronext Holdings LLC” will be replaced with “NYSE Holdings LLC”, and reference to “NYX Holdings” will be replaced with “NYSE Holdings”. (see Exhibit 5B)
- The Independence Policy of the Board of Directors of IntercontinentalExchange Group, Inc. will be amended to remove reference to “IntercontinentalExchange Group, Inc.” and replace it with reference to “Intercontinental Exchange, Inc.” (see Exhibit 5C)

- The Fifth Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws of IntercontinentalExchange, Inc. both would be amended to replace “IntercontinentalExchange, Inc.” with “Intercontinental Exchange Holdings, Inc.” References in these documents to “IntercontinentalExchange Group, Inc.” and “ICE Group” would be replaced with “Intercontinental Exchange, Inc.” and “ICE”, respectively. All references to “NYSE Euronext Holdings LLC” would be replaced with “NYSE Holdings LLC”. (see Exhibits 5D and 5E)
- The Certificate of Formation of NYSE Euronext Holdings LLC, as amended, would be further amended to change the name of the company to NYSE Holdings LLC. (see Exhibit F [sic])
- The Fourth Amended and Restated Limited Liability Company Agreement of NYSE Euronext Holdings LLC would be amended and restated to delete reference to “NYSE Euronext Holdings LLC” and replace it with “NYSE Holdings LLC”. All references in the Agreement to “IntercontinentalExchange Group, Inc.”, “IntercontinentalExchange, Inc.”, and “ICE Group” would be replaced with “Intercontinental Exchange, Inc.”, “Intercontinental Exchange Holdings, Inc.” and “ICE”, respectively. (see Exhibit 5G)
- The Fifth Amended and Restated Operating Agreement of the Exchange, the Fourth Amended and Restated Operating Agreement of NYSE MKT LLC, the Third Amended and Restated Bylaws of NYSE Market (DE), Inc. and the Fifth Amended and Restated Bylaws of NYSE Regulation, Inc. would be amended to replace reference to “IntercontinentalExchange Group, Inc.” and “ICE Group”

with “Intercontinental Exchange, Inc.” and “ICE” respectively. (see Exhibits 5H, 5I, 5J and 5K)

- The Rules of the Exchange and NYSE MKT would be amended to replace reference to “IntercontinentalExchange Group, Inc.”, “ICE Group”, “NYSE Euronext Holdings LLC” and “NYX Holdings” with “Intercontinental Exchange Group, Inc.” [sic], “ICE”, “NYSE Holdings LLC” and “NYSE Holdings”. In addition, the rules would be amended to include reference to Intercontinental Exchange Holdings, Inc.⁴ (see Exhibits 5L and 5M)
- The Rules of NYSE Arca Equities would be amended to delete reference to “IntercontinentalExchange Group, Inc.” and “ICE Group” and replace them with “Intercontinental Exchange, Inc.” and “ICE”, respectively. (see Exhibit 5N)
- The Independence Policy of the Board of Directors for each of New York Stock Exchange LLC, NYSE MKT LLC, NYSE Market (DE), Inc. and NYSE Regulation, Inc. would be amended to delete reference to “IntercontinentalExchange Group, Inc.” and “ICE Group” and replace them with “Intercontinental Exchange, Inc.” and “ICE”, respectively. (see Exhibit 5O)
- The Amended and Restated Trust Agreement by and among NYSE Euronext, NYSE Group, Inc., and certain trustees, would be amended to reflect that NYSE Euronext Holdings LLC will be renamed “NYSE Holdings LLC”. The Trust Agreement also would be amended to delete the definition of “ICE Group” and replace it with a definition of “ICE”. (see Exhibit 5P)

⁴ See NYSE MKT Rules 22 and 422, and NYSE Rules 22 and 422.

- Resolutions of the board of directors of ICE Group authorizing the name changes are included as Exhibit 5Q.

None of the foregoing changes is substantive.

2. Statutory Basis

The Exchange believes that the Proposed Rule Change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),⁵ in general, and Section 6(b)(5) of the Act,⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The name change at ICE Group will restore to the public company the name it used from inception until late 2013; the name change at ICE Inc. reduces the risk of confusing ICE Inc. with ICE Group; and the name change at NYX Holdings eliminates “Euronext” in anticipation of the announced plan to sell Euronext.

B. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the Proposed Rule Change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Proposed Rule Change relates to internal name changes only.

C. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁷ and Rule 19b-4(f)(6) thereunder.⁸

The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest as it will enable the Exchange to implement a name change as soon as practicable after it is approved by the stockholders of ICE Group in connection with the acquisition of NYSE Euronext. For this reason, the Commission designates the proposed rule change to be operative upon filing.⁹

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

⁹ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2014-41 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEMKT-2014-41. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m.

and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEMKT-2014-41 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Kevin M. O'Neill
Deputy Secretary

¹⁰ 17 CFR 200.30-3(a)(12).